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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 9958  
(RASSELSTEIN GMBH)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Rasselstein GmbH ("Rasselstein") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9958 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District  
of New York; and

**WHEREAS**, Rasselstein filed proof of claim number 9958 against Delphi on July 19, 2006, which asserts an unsecured non-priority claim in the amount of \$152,461.57 (the "Claim"); and

**WHEREAS**, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006; and

**WHEREAS**, on November 11, 2006, Rasselstein, through its representative in North America, Otto Wolf U.S. Sales Corporation, filed its Response to Third Omnibus Objection (Docket No. 6103) (the "Response"); and

**WHEREAS**, on March 19, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and Rasselstein entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$152,461.57; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b)

Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And  
Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court  
on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and  
Rasselstein stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$152,461.57 and shall  
be treated as an allowed general unsecured non-priority claim against DAS LLC.

2. Rasselstein shall withdraw the Response to the Third Omnibus  
Claims Objection.

Dated: New York, New York  
March 21, 2007

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

**[signatures concluded on following page]**

Dated: Rosemont, Illinois  
March 21, 2007

RASSELSTEIN GMBH,  
By its Representative in North America,  
OTTO WOLF U.S. SALES CORPORATION,  
By:

/s/ John W. Hamilton

JOHN W. HAMILTON

6250 N. River Road

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Rosemont, Illinois 60018

(847) 692-4933

**SO ORDERED**

This 13<sup>th</sup> day of April, 2007  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

